



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR - 2 2000



Bill Jones

Secretary of State

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

FEB 15 2000

BILL JONES, Secretary of State

RESTATED
ARTICLES OF INCORPORATION
OF
THE GRANT AND RESOURCE CENTER OF NORTHERN CALIFORNIA
A California Nonprofit Public Benefit Corporation

The undersigned certify that:

1. They are the president and the secretary/~~chief financial officer~~^{KTS U.P.T.}, respectively, of The Grant and Resource Center of Northern California, a California nonprofit public benefit corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SHASTA REGIONAL COMMUNITY FOUNDATION
A California Nonprofit Public Benefit Corporation

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Shasta Regional Community Foundation.

ARTICLE II

CORPORATE PURPOSE

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. This corporation is organized exclusively for charitable, scientific, literary, and educational programs and activities within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, primarily benefitting the residents of Shasta and Siskiyou counties. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation.

C. The specific purposes of this corporation shall be described in the Bylaws of the corporation as amended from time to time.

ARTICLE III

TAX EXEMPT STATUS

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

PROHIBITIONS OF CORPORATION

A. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code sections 170(c)(2), 2055(a)(2) or 2522(a)(2) or the corresponding provision of any future United States internal revenue law.

B. No substantial part of the activities of this corporation shall consist of lobbying or propoganda, or otherwise attempting to influence legislation, except as provided in Internal

propaganda, or otherwise attempting to influence legislation, except as provided in Internal Revenue Code section 501(h); this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

C. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals. All corporate property is irrevocably dedicated to the purposes set forth in Article II.

ARTICLE V

DISTRIBUTION OF ASSETS UPON DISSOLUTION

On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for the purposes described in paragraph II B, above, which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or corresponding provisions of any future federal internal revenue law).

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: February 9, 2000

Yvonne Tate
Yvonne Tate, President

Kurt J. Starman
Kurt J. Starman, Secretary ~~Chief Financial Officer~~

